

*Special Securitization and Investigatory Counsel  
to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
THIRD INTERIM APPLICATION OF DORSEY & WHITNEY LLP AS SPECIAL  
SECURITIZATION AND INVESTIGATORY COUNSEL FOR THE DEBTORS FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

I, Tom Kelly, hereby certify that:

1. I am a Partner with the applicant firm, Dorsey & Whitney LLP (the “**Firm**”), which serves as Special Securitization and Investigatory Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made with respect to the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, General Order M-447, effective as of February 5, 2013 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST

Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated August [ ], 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing January 1, 2013 through and including April 30, 2013, in accordance with the Guidelines.

3. With respect to Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. With respect to Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. With respect to Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: July 31, 2013

DORSEY & WHITNEY LLP

By: 

Thomas O. Kelly III, Esq. #0189960

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*Special Securitization and Investigatory Counsel for  
Residential Capital, LLC, et al.*